



By-Laws
of the
Nomahegan Swim Club
Westfield, New Jersey

December 8, 2010

ARTICLE I

NAME

1. The corporate name of this club is Nomahegan Swim Club.

ARTICLE II

PURPOSES

1. The purposes for which this Club is formed are to provide and promote the social, athletic and recreational interests of its members and, in pursuance thereof, to acquire, construct, own and operate facilities thereof, more particularly, but not limited to a private swimming pool, and to establish a membership to manage and participate in the use and enjoyment thereof.

ARTICLE III

BOARD OF GOVERNORS

1. The government of this Club and management of all property to which it holds title and of its other assets shall be vested in a Board of Governors, which shall consist of eleven members.
2. Each Governor shall be elected from the entire voting membership of the Club in good standing. Each Governor's term shall be for three years and until his successor is elected and assumes the duties of office.
3. In addition to the powers granted to it elsewhere in these By-laws and by the law of the State of New Jersey, the Board of Governors shall have power to:
 - a. Manage and conduct the business affairs of the Club, including but not limited to entering into contracts and commitments on behalf of the Club upon such terms and for such period of time as the Board deems proper, and retaining legal counsel, accountants and other appropriate professional assistance in connection with operation of the business and facilities of the Club. No transaction involving expenditure in excess of \$10,000.00 or which would encumber or oblige the Club in excess of \$10,000.00 shall be entered into unless a majority of the entire Board shall vote in approval of such transaction.
 - b. Elect from among the membership of the Board, at the organizational meeting of the Board after the Annual Meeting of the membership, the officers of the Club.
 - c. Fill any vacancy which may arise on the Board or in any office or both, at any monthly meeting of the Board, and the person so elected shall hold such position for the remaining term and until his successor shall be elected and take office.
 - d. In the absence of the Secretary or Treasurer, designate from the membership of the Board (or in the discretion of the Board, from the membership in good standing of the Club) an Acting Secretary or Acting Treasurer, with all the respective powers of such office.
 - e. Fill any vacancy occurring in any committee of the Club.
 - f. Appoint annually from the entire membership of the Club in good standing, members of the standing committees of the Club as hereinafter provided, and appoint such special or subcommittees as it may deem necessary and appropriate, and provide the aforesaid committees with instructions for their guidance.
 - g. Elect new members to the Club and censure, suspend or expel members, as hereinafter provided.

- h. Consider, approve, promulgate and enforce Rules and Regulations for the conduct of members of the Club and their use of Club property, and fix, enforce or remit penalties for violations thereof.
 - i. Establish rules governing the admission of guests to use of the facilities of the Club and the granting of leave of absence to members.
 - j. Call special meetings of the membership of the Club, as hereinafter provided.
 - k. Enter into agreements with various organized groups for admission to the privileges of the Club on such terms and for such periods of time as the Board deems proper and in the best interests of the Club.
 - l. Establish, and in its discretion from time to time, change the amount of annual dues, leave of absence fees, entrance fees and assessments for each class of membership and fees and other charges for non-members, guests and other persons who may use the facilities of the Club, and also establish and change the total membership enrollment of the Club.
 - m. Hire and dismiss, and fix the duties of and compensation, for all employees of the Club, but all members of the Board of Governors and other officers of the Club shall serve without compensation.
4. The Board shall make a written report to the membership of its activities during the fiscal year ending September 30 available at the next Annual Meeting of the membership, and shall make therein such recommendations as it may deem desirable.
5. Meetings:
 - a. The Board of Governors shall hold an organizational meeting immediately after the Annual Meeting of the membership, and shall hold one regularly scheduled meeting in each month subsequent thereto at such time and place as the Board may determine at its organizational meeting.
 - b. Special meetings shall be called by the Secretary at the request of the President, of both Vice-Presidents, or of any four members of the Board.
 - c. The President of the Club shall be the Chairman of the Board of Governors and shall be charged with the responsibility of preparing and presenting the agenda for each meeting of the Board, which shall be followed unless a majority of the Board determines at the meeting that certain matters shall be considered in a different priority.
 - d. Notice of the time and place of each meeting shall be given by telephone, mail, email, fax or other electronic means to each member of the Board at least forty-eight hours prior to the time of the meeting. Governors may waive such notice by writing to that effect.
6. The President, Vice-President of Operations, Vice-President of Administration, and two Board members selected by the Board at its organizational meeting shall constitute an executive committee, which shall exercise the authority of the Board in the management of the Club between meetings of the Board. The Board may not authorize, and the Executive Committee may not undertake, any action with respect to which these By-Laws require the affirmative vote of more than a majority of the members of the Board present at a meeting of the Board.
7. A majority of the total members of the Board of Governors then in office shall constitute a quorum for any meeting of the Board. In the event a quorum is not present, no action affecting the Club may be taken, and notice of the time and place of an adjourned meeting shall be given to all Board members as provided in Section 5d of this Article III, which meeting shall be scheduled for within seven days of the meeting at which no quorum was present.

8. With a quorum present, and except as otherwise provided in these By-Laws, a majority of the Board members then present shall be sufficient to approve any matter.
9. The Board of Governors shall cause the books of the Club to be audited immediately after the close of the fiscal year, which shall end on September 30. The report of the auditors shall be available for inspection by any member of the Club at any reasonable time.
10. Any officer, committee member or employee may be removed from office by a two-thirds affirmative vote of the entire membership of the Board, whenever, in the judgment of the Board, the best interests of the Club will be served thereby.
11. Any member of the Board of Governors may be removed by a majority vote of the entire voting membership of the Club at a special meeting of the membership.
12. If a member of the Board misses four or more regularly scheduled meetings, he may be removed from the Board by a majority vote of the entire Board.
13. The President, in his discretion, may appoint an Honorary Advisory Committee, selected by him from former officers and governors of the Club, to advise the Board on matters of policy.
14. The Board of Governors shall designate the banks or banks in which the funds of the Club shall be deposited, and determine the manner in which checks, drafts and other instruments for the payment of funds of the Club shall be executed. Any bank account opened by the Club shall be of the type requiring two authorized signatures for any check or other withdrawal from said account in excess of \$100.00. The authorized signatures shall be, and the depository shall be so advised, those of the President, Vice-President of Operations, Vice-President of Administration, Secretary, and Treasurer.

ARTICLE IV

OFFICERS

1. The officers of the Club shall consist of: President, Vice-President of Operations, Vice-President of Administration, Secretary, and Treasurer, and such other officers as the Board may determine.
2. The officers shall be elected annually by the Board of Governors from among its membership, by a majority vote, at the organizational meeting of the Board immediately following the Annual Meeting of the membership. No person shall be elected to the office of President, Vice-President of Operations, Vice-President of Administration, Secretary or Treasurer for more than three consecutive years in the same office.
3. The President shall preside at all meetings of the Club and of the Board of Governors and shall act as the chief executive officer of the Club and shall see that the By-Laws and Rules and Regulations of the Club are properly enforced. The President shall be a member ex officio of all standing and special committees and shall be entitled to a notice of the meetings thereof and to attend the same. The President shall designate the chairman of each committee appointed by the Board, subject to approval by the Board, shall execute on behalf of the Club and at the direction of the Board, all documents and obligations of the Club, and shall perform such further duties as are usual to the office.
4. Vice President of Operations
The Vice-President of Operations, under the direction of the President, shall attend to the operation and maintenance of the physical plant and properties of the Club, and shall coordinate the activities of all committees concerned with these matters. In the absence or disability of the President the Vice-President of Operations shall perform the duties and exercise the powers of the President.

5. Vice-President of Administration

The Vice-President of Administration, under the direction of the President, shall attend to all personnel and administrative matters of the Club, including coordinating the activities of all committees not directly concerned with the operation and maintenance of the Club's physical plant and properties and also handle insurance matters unless the Board selects another qualified person. In the absence or disability of the President and Vice-President of Operations, the Vice-President of Administration shall perform and exercise the powers of the President.

6. Secretary

The Secretary shall give notice of all meetings of the Club and of the Board of Governors, and shall keep the minutes and records and conduct the correspondence of the Club and of the Board of Governors. The Secretary may designate an administrative assistant to perform administrative record keeping and other functions of the Secretary's job as the Board deems necessary. The Secretary shall furnish to the Treasurer the names of all persons elected to membership, shall have custody of the Club's records, of the Corporate Seal of the Club and of the records pertaining to Certificates of Indebtedness, Dues Refund Certificates and Termination Certificates, shall affix and attest the Corporate Seal to instruments when so directed by the Board of Governors, shall file with the Secretary of State of New Jersey an annual report listing the officers of the Club, and pay the required fees in connection therewith. The Secretary shall also perform all other duties provided by these By-Laws or assigned by the Board of Governors or which are customary to the office. In the absence of the President, Vice-President of Operations and Vice-President of Administration, the Secretary shall call to order and act as President Pro Tem of meetings of the Board of Governors or of the membership.

7. Treasurer

- a. The Treasurer shall be consulted on all financial policy matters of the Club and shall present a budget for the Club's operations to the Board no later than the January meeting of the Board.
- b. Treasurer shall appoint and oversee an administrative assistant, bookkeeper or accountant to collect and shall keep a true record of all moneys received from members and other sources and pay all bills approved by the Board of Governors and preserve proper vouchers for such expenditures. The Treasurer or designated individual shall have custody of all cash, securities and documents relating to the property of the Club and shall deposit same in the name of the Club in such depository as may be designated by the Board.
- c. At each regular meeting of the Board of Governors, the Treasurer shall present a statement of cash receipts and payments for the current fiscal year and at least seven days prior to the Annual Meeting shall submit to the Club a detailed report for the preceding fiscal year ended September 30, which report shall first have been approved by the Board of Governors and shall be audited and certified by a Certified Public Accountant approved by the Board of Governors.
- d. All books of account of the Club shall be kept by the Treasurer under the direction of the Board of Governors, and shall be audited annually or more often as directed by the Board, by a Certified Public Accountant designated by the Board.
- e. The Treasurer shall advise the members of the Board of the names of all members who shall be in arrears for indebtedness to the Club.

- f. The Treasurer shall also perform such other duties as may be provided in these By-Laws or assigned by the Board of Governors, or are customary to the office.

ARTICLE V

ELECTION TO THE BOARD OF GOVERNORS

1. A Nominating Committee (consisting of at least 3 members, one of whom shall be a Member of the Board of Governors) shall be appointed annually by the Board at a regular meeting held on or before August 31st. The names of all members of the Committee shall be circulated to the membership of the Club by the Secretary immediately after appointment.
2. The Nominating Committee shall nominate candidates for each vacancy in the Board of Governors which is to be filled at the forthcoming Annual Meeting of the membership. The name of each nominee shall be reported to the Secretary in writing at least forty days prior to the date of the Annual Meeting of the membership, and the Secretary shall circulate said names to the membership at least thirty days prior to the date of the Annual Meeting. The Nominating Committee may not nominate a member thereof as a candidate for the Board.
3. Nominations for vacancies on the Board of Governors, other than the nominations made by the Nominating Committee, may be made in the following manner: a letter or petition nominating a voting member in good standing, signed by at least twenty-five voting members in good standing, shall be submitted to the Secretary at least twenty-one days prior to the date of the Annual Meeting. At least fourteen days before the date of the Annual Meeting the Secretary shall circulate to the membership of the Club the names of the persons so nominated, arranged in the order in which their petitions were received by the Secretary.
4. Persons eligible for election as a member of the Board of Governors must have been nominated by the Nominating Committee or by petition as aforesaid; and either
 - a. Been a member of the Club for at least two swim seasons; or
 - b. Served as a member of a standing committee
5. Election of members of the Board of Governors shall be at the Annual Meeting of the membership. The Club shall provide the official ballot, in the first column of which shall appear the names of the nominees designated by the Nominating Committee, and in the second column of which shall appear the names of the nominees nominated by petition, arranged in the order in which their petitions were received by the Secretary. Ballots are to be mailed out to the membership along with the announcement of the Annual Meeting in December.
6. Ballots may be cast by voting members (as defined in Article VII), appearing in person or by proxy.
7. The presiding officer shall appoint at least two Inspectors of Election, who shall receive and count all ballots and notify the Secretary in writing of the results.
8. Subject to the limitation provided in Section 2 of Article VII each voting member shall cast one vote for a nominee for each vacancy to be filled.
9. In the event that there are more nominees for the Board than vacancies to be filled, the nominees receiving the largest number of votes shall be deemed elected.
10. No person may serve more than two consecutive three-year terms on the Board of Governors nor may any person serve on the Board within three years after the conclusion of his term or terms of office. For the purposes hereof the filling of any portion of an unexpired term on the Board shall not be included in the computation of a three-year term.

ARTICLE VI

COMMITTEES

1. The Board of Governors shall appoint annually from the membership of the Club, with instructions for their guidance, the Standing Committees of the Club, at least one member of which shall be a member of the Board.

The Standing Committees of the Club shall be as follows:

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|---------------|--------------|-------------------------|
| 1. Operations | 5. Finance | 8. Athletics Operations |
| 2. Membership | 6. Rules | a. Swim/Diving |
| 3. Nominating | 7. Snack Bar | b. Tennis |
| 4. Social | | c. Recreation |

The Board of Governors shall also appoint such other Special Committees or Sub-Committees, as it deems necessary and desirable to accomplish specific tasks, issuing appropriate instructions for their guidance.

2. The Operations Committee shall attend to the planning, improvement, operation and maintenance of the pools, buildings, operating equipment, grounds and other physical facilities of the Club.
3. The Membership Committee shall receive and pass upon all applications for membership in the Club, as provided in Article VIII.
4. The Nominating Committee shall consist of at least three members and shall nominate candidates for the Board of Governors.
5. The Social Committee shall attend to the publication of affairs of the Club which are of general interest and shall prepare the program of special events for the Club and exercise supervision over the same, provided, however, that no expenditure for any such special event may be incurred or contracted for without the prior approval of the Board.
6. The Finance Committee, in conjunction with the Treasurer, shall advise the Officers and Board of Governors on matters pertaining to fiscal matters, and shall submit to the Officers and Board of Governors proposed budgets and periodic statements relating thereto.
7. The Rules Committee shall prepare for the Board of Governors' approval rules of health, safety, and good conduct in connection with the operation of the Club's facilities.
8. The Committee on Athletics shall have charge of swimming/dive team activities, tennis and all other sports and games in which the Club participates, shall select the dates thereof, and shall manage and administer all athletic sports, including instructions therein and the departments of the Club devoted thereto and the employees therein; and matters pertaining to athletic exercise by the Club members shall be referred to it.
9. The Snack Bar Committee shall attend to all matters concerning the administration and operation of the snack bar facilities of the Club, the employees therein, and those things pertaining and belonging thereto.
10. Except as herein prescribed, the existence of said committees and the number of members of each Committee shall be set annually by the Board of Governors.

ARTICLE VII

MEMBERSHIP

1. The membership of the Club shall be divided into two classes: Voting Members and Non-voting Members. All members of the Club shall enjoy all the rights and privileges and be subject to all the obligations of membership, except as herein provided.

2. Voting Members shall consist only of adult members over the age of eighteen years who are holders of a Certificate of Indebtedness, provided, however, that only one vote may be cast for family or household.
3. Non-voting Members shall consist of the following classes:
 - a. Junior Members – dependent children between ages two and eighteen of Voting Members.
 - b. Special Members- unmarried children over the age of eighteen years of Voting Members who reside in the household of such Members.
 - c. Senior Members – parents or other senior relatives of Voting Member who permanently reside in the households of such Members and whose separate application for membership has been approved by the Board.
 - d. Seasonal Members – The Board of Governors may, in its discretion, allow employees who work over 15 hours a week to be considered Non-voting Members of the Club during their employment at the Club. Seasonal Members are entitled to only the right to attend the pool facilities and any organized Club activities. Seasonal Members will be exempt from membership fees including the Certificate of Indebtedness, and shall not be entitled to any other rights or privileges including but not limited to rights of reinstatement, termination certificates, rights upon liquidation or termination or any other rights or privileges normally provided to Voting and Non-voting Members. Seasonal Members must abide by all By-Laws and the Rules and Regulations of the Club. The Seasonal Membership at the Club is only valid while the Club employs the employee and will automatically terminate if employment at the Club is suspended and/or terminated. This Seasonal Membership provision can be changed, modified or annulled with a two-thirds vote of the entire Board of Governors at any meeting of the Board.
4. A Non-voting Member of the Club may be hired as an employee of the Club. The decision to hire a Non-voting Member as an employee will be based strictly on merit and the decision to hire or not to hire will be made solely by the Club Managers of the pool.

ARTICLE VIII

ELECTION OF MEMBERSHIP

1. An applicant for membership shall complete and forward to the Club a membership application in such form as the Board shall prescribe, accompanied by such application fee as may be required. A letter of recommendation concerning the applicant from both the proposer and the seconder of each applicant shall be forwarded separately by each of them. Proposers and seconds of any applicant shall be Voting Members in good standing.
2. At least once a year the Membership Committee shall make available to the voting membership of the Club a list of names of applicants, which will be available upon request.
3. The Membership Committee shall review each applicant's application and make a record of the application to the files.
4. The Board shall vote upon applicants for membership who have been approved by the Membership Committee in the order in which completed applications and letters of recommendation have been received.
5. No applicant shall be approved if two Board members disapprove of the application at the Board meeting or by letter addressed to the Board.

6. The name of any applicant may be withdrawn by the proposer or by the seconder at any time prior to final action thereon by the Board.
7. The Board may prescribe additional requirements for membership, not inconsistent with this Article.
8. Notice of election shall be sent promptly to each applicant elected, and the applicant shall within fifteen days thereof comply with the provisions of these By-Laws with respect to purchasing a Certificate of Indebtedness and paying dues as scheduled, and shall subscribe in writing to the By-Laws and to the Rules and Regulations of the Club (a copy of each of which shall accompany the notice of election). Upon complying with the foregoing, each elected candidate becomes a member of the Club and is thereby bound by the By-Laws and Rules and Regulations of the Club. Failure to comply with all the foregoing requirements shall cause such election to lapse and shall entitle the Club to retain the application fee paid unless the Board shall extend the time for compliance. An applicant whose application is disapproved shall be so notified and application fee refunded promptly.

ARTICLE IX

TERMINATION OF MEMBERSHIP

1. Membership in the Club must be terminated with approval of the Board of Governors, and shall be in one of the following manners: resignation, suspension or expulsion.
2. Resignation:
 - a. The resignation of any member shall be submitted in writing to the Secretary and shall be approved by the Board of Governors. No resignation of any member shall be approved, however, while he is indebted to the Club or while any charges are pending against him, unless such resignation is approved by a two-thirds vote of the entire Board.
 - b. Unless a resignation is received by the Secretary prior to March 15, the resigning member will be obligated to the Club for one-half of the dues for the forthcoming season paid or payable by such member, provided, however, that the Board of Governors may in its discretion waive this requirement in individual cases on such terms and conditions as it may establish.
 - c. When a member resigns his membership he must deliver his Certificate of Indebtedness to the Secretary when requested by the Club, together with any Dues Refund Certificate Identification Cards, and keys that may have been issued to him. Termination Certificates issued to the member shall be retained by him pending disposition thereof at any possible liquidation or termination of the Club.
3. Suspension or Expulsion: Any member may be suspended or expelled for cause, including (i) violation of the provisions of the By-Laws or any Rules or Regulation of the Club, (ii) any conduct which, in the judgment of the Board is improper, prejudicial or detrimental to the best interests of the Club, or (iii) delinquency for more than ten days in payment of any dues, assessment or other obligation to the Club, by a majority vote of the members of the Board present at any regular or special meeting of the Board, provided, however:
 - a. No member may be suspended for a period in excess of one week or expelled for any cause other than delinquency in payment of any dues, assessments or other obligations to the Club except by the affirmative vote of two-thirds of the members of the entire Board after the holding of a hearing upon charges preferred against the member to which the member shall have been given an opportunity to respond, appear or to be heard.

- b. A member who has not paid in full his or her annual dues by April 15th shall automatically be expelled from the Club.
 - c. The Club Manager and any Assistant Manager may suspend a member for a period not in excess of one week for violation of any Rule or Regulation of the Club committed on the premises of the Club.
4. Charges may be preferred against a member by the Club Manager, the Rules Committee, the Board of Governors, or any member thereof, or by any member, and must be made in writing and signed and addressed to the President, the Secretary or the Board.
 5. Termination of membership by expulsion as aforesaid shall operate as a release by the member all right, title and interest in the property and assets of the Club. Upon such expulsion the former member shall return to the Club his or her Certificate of Indebtedness and any Dues Refund Certificates that may have been issued to the member. Termination of membership by expulsion includes forfeiture by the former member of all rights such member may have had under any Termination Certificates.
 6. At any time within ninety days after a member has been expelled, a special meeting of the Club shall be called, if demanded by written petition addressed to the Board and signed by at least one hundred voting members. At such meeting the expulsion may be revoked by a majority of the voting members present as such meeting, provided there is a quorum.
 7. The Club shall not make any payment upon a Certificate of Indebtedness to a resigning or expelled member until the member's Certificate of Indebtedness, Dues Refund Certificate and Termination Certificates, if applicable in the member's name and required by the foregoing to be surrendered upon termination, shall have been delivered to the Secretary, or their absence satisfactorily explained and an appropriate release executed. All indebtedness of such member to the Club shall be deducted from the amount payable by the Club upon the Certificate of Indebtedness.

ARTICLE X

REINSTATEMENT OF MEMBERSHIP FOLLOWING RESIGNATION OR EXPULSION

1. The Board in its discretion may reinstate any former member who had resigned from membership, waiving at its discretion the waiting list period if the membership rolls are full, provided, however, that such former member must be proposed and seconded by letters addressed to the Board and must comply with such terms and conditions as the Board may impose. A former member so reinstated shall not be required to pay a new initiation fee or any dues for the period he was not a member, provided a period of not less than one year has elapsed between the date of termination of membership and the date of reinstatement, and further provided he pays a reinstatement fee in such amount as the Board may from time to time determine.
2. The Board may in its discretion reinstate any member expelled for being delinquent in his indebtedness, but reinstatement cannot become effective until such member pays all indebtedness then owing plus a reinstatement fee determined by the Board.

ARTICLE XI

INDEBTEDNESS OF MEMBERS

1. A notice shall be sent by the Treasurer as soon as possible after the First of each month to all persons indebted to the Club in any amount at the conclusion of the preceding month.
2. Said notice shall be accompanied by a request to pay said amount promptly, and failure to make payment within ten days will render the delinquent person liable to suspension or expulsion upon charges being preferred against him as provided in these By-Laws.

3. No person may enjoy the privileges of the Club until his obligations to the Club as of that time have been satisfied.
4. The indebtedness of each member to the Club shall immediately and without further notice to the obligor become a first lien against the par value of each person's Certificate of Indebtedness, upon (a) such indebtedness falling due pursuant to the Club's requirements for payments of fees and dues, or (b) such indebtedness being created by the Board by special assessment or as a fine or penalty, or (c) the Treasurer mailing a statement thereof to the member if the indebtedness does not arise pursuant to (a) or (b) of this paragraph.

ARTICLE XII

NOTICES AND CIRCULATION TO MEMBERS

1. Every member and every person possessing Termination Certificates shall furnish to the Club an address, and in default thereof the Club may utilize the address appearing on its records.
2. Whenever required by these By-Laws, notices and other information shall be circulated to the membership of the Club by mail or other delivery to the address of record of the member. During the months when the facilities of the Club are open, circulation in such manner may be omitted and instead a conspicuous notice may be posted upon the bulletin board of the Club, except for notices pursuant to Article XVIII hereof.

ARTICLE XIII

CERTIFICATE OF INDEBTEDNESS

1. For the purpose of providing the necessary funds for acquisition, construction and financing of the Club's property and facilities, the Club shall issue Certificates of Indebtedness with a par value as determined by the Board of Governors. The par value of unissued Certificates may be changed from time to time by a majority vote of the entire Board. These Certificates of Indebtedness shall be non-interest bearing, non-negotiable and non-transferable. No person shall become a Voting Member until he has purchased a Certificate of Indebtedness.
2. The holder of a Certificate of Indebtedness shall not have the right to transfer or sell his Certificate to anyone other than to the Club. The Club shall purchase said Certificate only after each of the following conditions has been met:
 - a. The holder's membership in the Club shall have been terminated pursuant to these By-Laws.
 - b. The Certificate shall have been surrendered by the holder to the Secretary, or its absence satisfactorily explained and an appropriate release and /or indemnity bond executed. In the event that upon termination said Certificate is not surrendered, the Secretary, thirty days after termination may cancel said Certificate upon the books of the Club.
 - c. A new Certificate shall have been sold to a new member, but the Board may waive this requirement by a majority vote of the entire Board.
 - d. All indebtedness of the terminated Certificate-holder to the Club shall have been paid in full, or otherwise deducted from the amount otherwise payable upon the Certificate.
3. Subject to the foregoing, the holder of a Certificate of Indebtedness shall receive a sum equal to the par value of his Certificate, from which may be subtracted any indebtedness to the Club.

4. Every Certificate shall state that it is subject to all the provisions of these By-Laws and of the Certificate of Incorporation of the Club, and that it is deemed to incorporate the same therein by reference.
5. Every Certificate of Indebtedness shall be issued under the hands of the President and the Secretary, and shall bear the seal of the Club.
6. Except for receiving the redemption value provided in this Article, no person in possession of a Certificate of Indebtedness issued to a member shall have any rights whatsoever against the Club or to the use of any of its facilities.
7. The time and manner, within which the holder shall be paid the redemption value of his Certificate as determined above, shall be determined by the Board. The Board, giving due consideration to the financial status of the Club, shall make payment as expeditiously as possible. The Board shall pay the redemption value of each Certificate being surrendered in the order in which said Certificates are presented.

ARTICLE XIV

DUES REFUND CERTIFICATES

1. In recognition of the fact that the Club did not have use of its facilities for the normal full swimming season for the year 1962, the Board may, without charge or cost, issue Dues Refund Certificates with a par value of \$25.00 to each person entitled to a Certificate of Indebtedness as of July 15th, 1962, while holding such Certificate in accordance with these By-Laws. Commencing in the year 1963, the Club may issue four such Certificates to each such person, one each year, until a total of \$100.00 par value in Dues Refund Certificates has been issued to each such person, bearing in mind the Club's financial position at the time.
2. Dues Refund Certificates shall be non-interest bearing, non-negotiable and non-transferable, and shall be subject to all of the same conditions as the Certificate of Indebtedness, including the time and manner of payment and being subject to a first lien in favor of the Club for all unpaid fees, dues, assessments, fines and penalties levied against the holder thereof.

ARTICLE XV

INTIATION FEES, DUES AND ASSESSMENTS

1. All applicants for membership in the Club, other than former members applying for reinstatement as provided in Article X, shall be required to pay an initiation fee of such amount as the Board may from time to time establish.
2. Initiation fees, any fees charged in connection with reinstatements, and that portion of the annual dues then payable, shall be paid before any such applicant shall become a member of the Club and entitled to the privileges thereof.
3. The Board of Governors, as soon as practicable after the close of the Club's season, shall review and establish dues for the ensuing year for all classes of members. Dues shall be set in an amount at least sufficient to provide for the necessary operating expenses of the Club and for the payment of installments on mortgage and any other indebtedness of the Club, and shall be payable in such installments and upon such dates as the Board may from time to time determine.
4. No dues or part thereof shall be refunded in the event that pool operations are required to be suspended for any period.
5. Special dues rates may be established by the Board of Governors at its discretion for members who are serving in the Armed Forces of this country.

6. The Board of Governors may deem it necessary and desirable from time to time to levy an assessment against each Certificates of Indebtedness to meet operational or improvement needs of the Club. The Board shall have the power to levy such an assessment or assessments in a sum or sums not exceeding the aggregate of \$150.00 in any one year. Assessments in excess of the sum of \$150.00 in any one year must be brought before the general membership for a vote. Notice of such proposed assessment in excess of \$150.00 shall be circulated by the Secretary to each member of the Club at least ten days before the meeting. Any such proposal may be presented by the Board at any meeting of the Club at which fifty or more Voting Members are present, and adopted by a vote of two-thirds of the Voting Members present.

ARTICLE XVI

MEETINGS OF THE CLUB AND VOTING

1. There shall be an Annual Meeting of the membership on or about the second Wednesday of December of each year, at a time and place to be designated by the Board. At this meeting, the Club shall receive the Annual Report of the Board of Governors and transact such business as may be brought before it.
2. Special meetings of the Club may be called at the discretion of the Board of Governors and shall be called by the President upon written request of thirty Voting Members of the Club, specifying the purpose for which the meeting is to be called. At any special meeting, no business other than that specified in the notice of the meeting shall be transacted.
3. All Voting Members must be notified by mail of the location and time of any meeting of the membership at least ten days prior to the date of the meeting, provided, however, that in the case of any meeting being held during the pool season the notice thereof need not be mailed, but may be posted on the bulletin board at the Club.
4. The order of business at the Annual Meeting shall be:
 - a. Minutes of preceding meeting
 - b. Reports
 - c. Elections
 - d. Communication
 - e. Old Business
 - f. New Business
5. Fifty Voting Members in person or represented by proxies shall constitute a quorum at any Annual meeting or special meeting of the Club.
6. Members of any other class may attend any meeting and take part in any discussion, but shall not vote.
7. In the absence of a quorum, the presiding officer may adjourn any meeting to a date to be fixed by him before the adjournment, which date shall be not less than fourteen nor more than twenty-one days thereafter. Notice of the time and place of such adjourned meeting shall be given to each member.
8. Only Voting Members in good standing may vote.
9. Except as specified elsewhere in these By-Laws, the affirmative vote of a majority of the Voting Members present shall be sufficient to approve matters presented to membership.
10. Except for election to membership on the Board of Governors, voting on all matters before the meeting shall be in the manner directed by the presiding officer.

11. No printed matter having reference to any amendment of the By-Laws and /or other matters pertaining to the Club and its operation and/or to any candidate or candidates at any election of the Club, other than the official ballot and notices duly authorized by the Board of Governors, shall be placed or distributed in and about the Club meeting place before or during the time when the election and the voting is held. No electioneering or soliciting of votes shall be permitted in the meeting hall being used by the Club while the polls are open, nor shall they be permitted in the area where the polls are located.
12. Members may vote at a meeting in person or by proxy provided, however, that only a Voting Member eligible to vote himself may be appointed a proxy. Each proxy shall be dated, and may be rescinded by the person giving same at any time, by giving notice thereof to the Board, and shall automatically be rescinded if the person giving the proxy attends the meeting.

ARTICLE XVII

GUESTS

1. Guests may be introduced by a member to the privileges of the Club whenever the Club is open, only when accompanied by a member. A guest privilege shall consist of one day's admission to the area of the Club's pools and entire facilities for a single individual. Upon introducing a guest, the member shall register the guest at the gatehouse with the gatehouse attendant and pay any applicable guest fees. Guests will use the dressing facilities of the member for changing of clothes.
2. Guest privileges shall not be issued to the same individual regardless of sponsor more frequently than the number of times during the entire swim season determined annually by the Board and published in the Rules and Regulations of the Club.
3. Additional guest privileges may be granted for special Club sponsored activities, written notice of which (including guest fees) will be posted in advance by sponsoring committee.
4. The privileges of the Club may, in the discretion of the Board of Governors or the Club Manager and with written notification to the secretary of the Club, be temporarily extended to teams or members of other clubs while competing or training.
5. The Board of Governors may, upon written request of a Voting Member, extend to a houseguest of such member who resides more than fifty miles from the Club's facilities, the privileges of the Club for such period and upon such terms and conditions as the Board from time to time may determine.
6. The Board has the right to pass upon the suitability of any guest being admitted to the privileges of the Club and may deny guest privileges to any guest.
7. Members shall be held responsible for the conduct of their guest and any damage or indebtedness incurred.
8. The Club Manager is specifically empowered by the Board of Governors to exclude any guest he deems objectionable or prejudicial to the good order, peace, or best interest of the Club.
9. Guest fees and restrictions on frequency of introduction to the Club's facilities for guests of the Board of Governors shall be waived.
10. The members of the Board of Governors shall have waived all guest fees and guest restrictions during their respective terms in office.

11. The number of guests that may be introduced to the facilities of the Club on any one day by a member shall be limited to twelve persons, except with approval of the Club Manager, Club Assistant Manager or the Board of Governors.
12. In recognition of their contribution to the Club in its formation and development, the Incorporating Members and Co-Founders of the Club shall be extended honorary guest privileges for life as guests of the Board of Governors, but with all other guest restrictions specified in these By-laws remaining applicable.

ARTICLE XVIII

LIQUIDATION OR TERMINATION, TERMINATION CERTIFICATES

1. One Termination Certificate will be issued to the holder of each Certificate of Indebtedness or an appropriate entry made in the records of the Club, at the conclusion of each fiscal year of the Club to reflect membership during such fiscal year. Said certificate will have no value and serve no function except in the event of liquidation and termination of the Club and sale of all its property.
2. In the event of a sale of all the property of the Club, the proceeds and assets remaining after payment of all debts and obligations, shall be applied and distributed in the following order:
 - a. First, the assets shall be applied in redemption, pro rata, of all outstanding Certificates of Indebtedness.
 - b. Second, if each holder of a Certificate of Indebtedness has had his Certificate redeemed for the par value thereof, less any liens against the same, the excess shall next be applied pro rata in redemption of all outstanding Dues Refund Certificates, up to a maximum of \$25.00 per Dues Refund Certificate.
 - c. Third, if all Certificates of Indebtedness and Dues Refund Certificates have been fully redeemed to the extent provided above, the remaining excess shall be divided into as many equal parts as there shall be Termination Certificates and record entries outstanding and one such part shall be distributed to such holder and/or entrant or to his heirs, successors or assigns.
3. Notice of any distribution under Sections 2a,b, and c of this Article XVIII shall be sent to each member and each former member to the address appearing on the records of the Club and published twice in the Westfield Leader and Newark Star Ledger. The notice shall require the addressee to acknowledge receipt thereof. In the event a member or former member does not so acknowledge and his whereabouts (or the whereabouts of his executor, administrator or assigns) cannot be ascertained by reasonable inquiry within six months of the mailing of such notice then all rights of such person in the Club or of such proceeds shall be deemed to have expired and the distribution to which such person would have entitled shall be made among those persons pursuant to Section 2 hereof, and in the priority therein stated entitled thereto.

ARTICLE XIX

ADDITIONAL PROJECTS

1. The following procedure shall apply before undertaking any expansion of the Club's facilities involving an expenditure in excess of \$10,000 for each such expansion. This does not apply to repairs or improvements to existing facilities.
 - a. The Board of Governors shall pass by a two-thirds vote of the entire Board a resolution recommending that certain additional facilities should be constructed or that existing facilities should be expanded.

- b. Such resolution shall specify the manner in which any additional expenditure or indebtedness shall be created and paid or amortized. At its option, the Board may specify alternative manners, each of which must be acceptable to the Board.
 - c. Such resolution shall also call for a special meeting of the membership, or for presentation of the resolution to the membership at the Annual Meeting.
 - d. At such meeting the membership may approve the Club undertaking such project and shall also approve the financial proposal, or one of the financial proposals approved by and submitted to it by the Board pursuant to Paragraph b above. In the event the membership disapproves the project or all of the financial proposals, the Board at its discretion may abandon the project or may prepare new financial proposals.
2. No project shall be undertaken, directly or indirectly, by the Club if it would lead to loss by the Club of its tax-exempt status.

ARTICLE XX

AMENDMENTS

1. These By-Laws may be amended at any meeting of the Club at which fifty or more Voting Members are present or represented by proxies with a vote of at least two-thirds of the members. Notice of the text of each proposed amendment shall have been given to the Secretary at least twenty days before the meeting, and the Secretary shall have caused such notice to be mailed or delivered to each Voting Member of the Club at least ten days before the meeting.
2. All amendments to the By-Laws must be distributed to all members of the Club by the Secretary no later than twenty days after approval.
3. Prior to submission of any proposed amendment in the By-Laws to membership for action, it must either have been approved by the majority of the entire Board of Governors or submitted in a letter or petition signed by at least twenty-five Voting Members in good standing.

ARTICLE XXI

MISCELLANEOUS

1. Any question as to the meaning of or proper interpretation of any of the provisions of these By-Laws shall be determined by the Board of Governors.
2. Whenever mention is made herein to age of members, it shall be the age attained as of June 1 of the current year.
3. The Treasurer and any acting Treasurer shall be kept under a suitable and proper bond in the sum of twenty-five thousand dollars (\$25,000) at the expense of the Club.
4. Members of the Board of Governors are forbidden to individually divulge any of the Board's deliberations or transactions or the transactions of the Club to any editor, reporter, newspaper or journal. No information shall be given to the press except such matters as in the judgment of the majority of the entire Board shall be of public interest or for the benefit of the Club.

5. Unless authorized by a vote of two-thirds of the entire Board, no member of the Board, officer or member of the Club shall directly or indirectly benefit financially from or become interested in any contract or transaction relating to the operations or real estate of the Club or in any contract or transaction for furnishing of supplies or services thereto. No member of the Board, officer or member of the Club shall directly or indirectly make any purchase or receive any services from the Club other than at the rates established for the membership generally except as specifically provided in these By-Laws.
6. All officers and all members of the Board of Governors shall file with the secretary of the Club within a reasonable time, copies of all letters, memoranda, telegrams and other communications of any nature written by or received by them in connection with or relating to the Club's business matters or interest.
7. Any present or future Governor or officer of the Club, or legal representative of any such Governor or officer shall be indemnified by the Club against reasonable costs, expenses (exclusive of any amount paid to the Club in settlement) and counsel fees paid or incurred in connection with any action, suit or proceeding to which any such Governor or officer or his legal representatives may be made party by reason of his being or having been such Governor or officer, pursuant to and as restricted by New Jersey statutes 14:3-14.
8. All contracts involving expenditures of over twenty-five thousand dollars (\$25,000) must be reviewed and approved by the Club's legal counsel before the Board may approve them.
9. All references in these By-Laws to the masculine gender shall be deemed to also include the feminine gender.